

TEKMACO RAIL & ENGINEERING LIMITED
 CIN: L20011WB1998LC027004

Registered Office: Baghpat, Kolkata 700 056
 Ph: (033) 2561 1500, Fax: (033) 2541 2448
 Email: tekmaco@tekmaco.in, website: www.tekmaco.in

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL, KOLKATA BENCH
 COMPANY APPLICATION NO. CA(CA) No. 81/KB/2018

In the matter of:
 Sections 230 to 232 and other applicable provisions, Tanya of the Companies Act 2013, read with the rules framed thereunder, including the Companies (Compromises, Arrangements And Amalgamations) Rules 2018.

and in the matter of:
 Scheme of Arrangement between Tekmaco Hitachi Private Limited ("Amalgamating Company 1"), Bright Power Products (India) Private Limited ("Amalgamating Company 2") and Tekmaco Rail & Engineering Limited ("Amalgamated Company 3") and their respective Shareholders and Creditors.

ADVERTISEMENT OF NOTICE CONVENING SEPARATE MEETINGS OF EQUITY SHAREHOLDERS, SECURED CREDITORS AND UNSECURED CREDITORS OF THE AMALGAMATED COMPANY

Notice is hereby given that by an Order dated July 31, 2018, the National Company Law Tribunal, Kolkata Bench ("Tribunal") has directed separate meetings to be held of the Equity Shareholders, Secured Creditors and Unsecured Creditors of the Amalgamated Company for the purpose of considering, and if thought fit, approving with or without modification, the Scheme of Arrangement between Tekmaco Hitachi Private Limited ("Amalgamating Company 1"), Bright Power Products (India) Private Limited ("Amalgamating Company 2") and Tekmaco Rail & Engineering Limited ("Amalgamated Company 3") and their respective Shareholders and Creditors for the amalgamation of Amalgamating Company 1 and Amalgamating Company 2 into and with the Amalgamated Company ("Scheme of Arrangement").

In pursuance of the said Order and as directed therein further notice is hereby given that separate meetings of the Equity Shareholders, Secured Creditors and Unsecured Creditors of the Amalgamated Company will be held as under "Meetings", at which time and place the Equity Shareholders, Secured Creditors And Unsecured Creditors of the Amalgamated Company are requested to attend:

Class of Meeting	Date and Day	Time	Place
Equity Shareholders	September 15,	1:00 PM	K. K. Bira Kala Kendra
Secured Creditors	2018	12:30 PM	Tekmaco Estate
Unsecured Creditors	(Saturday)	12:30 PM	Baghpat, Kolkata-700 056

Copies of the Scheme of Arrangement and of the statement under Section 230 of Companies Act, 2013 and forms of proxy can be obtained free of charge at the registered office of the Amalgamated Company on all working days between 10:00 AM and 5:00 PM. Persons entitled to attend and vote at the respective Meetings may vote in person or by proxy, provided that the proxies in the prescribed form are deposited at the Registered Office of the Amalgamated Company not later than 48 hours before the commencement of the respective meetings.

The Tribunal has appointed Mr. Rabi Banar, Advocate, falling whom Mr. Jayashri Taneja, FCA, to be the Chairperson of the each of the Meetings. The Scheme of Arrangement, if approved in the aforesaid Meetings, will be subject to the subsequent approval of the Tribunal.

Further notice is hereby given to the Equity Shareholders (which includes public shareholders) that:

The Amalgamated Company has on August 13, 2018 completed the dispatch of the Notice along with the Explanatory Statement, postal ballot form with instruction and self address postage prepaid Business Reply Envelope in physical form to the Equity Shareholders who have not registered their e-mail IDs with depositories/ Registrar and Share Transfer Agent/Amalgamated Company by permitted mode. Equity Shareholders who have registered their e-mail IDs for this purpose have also been served with Notice of the Meeting by e-mail on their registered IDs. The Notice has been sent to all the Equity Shareholders whose names appear in the Register of Members/Beneficial Owners as per the details received from the Registrar and Share Transfer Agent ("RTA") i.e. Karvy Computershare Private Limited ("Karvy") as on August 03, 2018 ("Cut-off Date").

In compliance with the provisions of Section 230, 108 and 110 of Companies Act, 2013, read with Regulation 4 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable Secretarial Standards, the Amalgamated Company has also provided the facility to Equity Shareholders to cast their votes either by way of postal ballot or through remote e-voting facility provided by Karvy prior to the Meeting.

The voting rights of Equity Shareholders shall be in proportion to their Equity Shareholding in the Company as on the close of business on the Cut-off Date. The facility for voting either through electronic voting system or ballot forwarding paper shall also be made available at the Meeting and Equity Shareholders attending the Meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the Meeting. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Karvy on the Cut-off Date only shall be entitled to avail the facility of remote e-voting as well as postal ballot and voting in the said Meeting. Each Equity Shareholder can opt only for any one mode of voting. If an Equity Shareholder has opted for remote e-voting, then he/she should not vote by postal ballot and vice-versa. However, in case an Equity Shareholder casts remote e-voting shall prevail and voting done by postal ballot shall be treated as invalid irrespective of which is cast first. Equity Shareholders who exercise their right to vote through postal ballot or e-voting shall not be allowed to vote again at the Meeting. It is clarified that votes may be cast by Equity Shareholders either by postal ballot/ Remote e-voting or e-voting and casting of votes by postal ballot/ Remote e-voting or e-voting does not disqualify them from attending the Meeting.

The voting period for postal ballot and remote e-voting shall commence on and from (Thursday) August 16, 2018 at 9 A.M. and shall end on (Friday) September 14, 2018 at 5 P.M. (all times in IST). During this period, Equity Shareholders of the Amalgamated Company, holding shares either in physical form or in dematerialized form as on the Cut-off Date, may cast their vote electronically. The e-voting module shall be disabled for proxy for voting transferor and Equity Shareholders will not be allowed to vote electronically after the said date and time. Once the vote is a resolution is cast by the Equity Shareholders, shares shall not be allowed to change it subsequently. Equity Shareholders who have not received the postal ballot form, can download the same from the Company's website www.tekmaco.in. In case an Equity Shareholder is desirous of obtaining a printed duplicate postal ballot form, he/she may send an e-mail to forwarding@karvy.com. The Registrar and Share Transfer Agent shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the relevant Equity Shareholder. Equity Shareholders desirous of exercising their vote through the postal ballot may please note that the duly completed postal ballot form should reach the Scrutinizer on or before September 14, 2018 (5 PM IST). Any postal ballot form received from any Equity Shareholder beyond the said date and time will not be valid and voting whether by postal or electronic means shall not be allowed beyond the said date.

As directed by the Tribunal, Mr. Raam Goyal, CA has been appointed as the Scrutinizer for the Meeting to conduct the postal ballot, e-voting and poll process in a fair and transparent manner and shall submit a report on votes cast to the Chairperson of the Meeting.

The result of the voting shall be announced by the Chairperson of the Meeting within 48 hours of the conclusion of the Meeting, upon receipt of Scrutinizer's report and same shall be displayed on the website of the Company at www.tekmaco.in and on Karvy's website, <http://investing.karvy.com>, besides being sent to BSE Limited, the National Stock Exchange of India Limited and the Calcutta Stock Exchange Limited on the said date simultaneously.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting User Manual for Shareholders available at the download section of <http://investing.karvy.com> or contact Karvy at Tel No. 1800 345 4001 (toll free).

The Notice is also placed on the Company's website www.tekmaco.in and on the website of Karvy, <http://investing.karvy.com>.

Dated this 14th day of August, 2018
 Rabi Banar
 Kolkata
 Chairperson

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Dated this 14th day of August, 2018
 Rabi Banar
 Kolkata
 Chairperson

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